



BANGLADESH COMMERCE BANK LIMITED

Corporate Office: Eunoos Trade Center (Level-22)
52-53, Dilkusha C/A, Dhaka-1000, Bangladesh

Notice of the 26th Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting (AGM) of the Honorable shareholders of Bangladesh Commerce Bank Limited will be held virtually by using **Digital Platform** on **Saturday 28 December, 2024** at **11.00 a.m.** to transact the following business and to adopt necessary resolutions.

Agenda :

- 1) To inform the Honorable shareholders about the newly formed Board of Directors of the Bank by Bangladesh Bank on 03-09-2024 upon exercising its power given under Section 45 of the Bank Companies Act, 1991 appointing Mr. Md. Ataur Raham, Mr. Md. Mohashin Miah, Mr. Kamrul Hoque Maruf, Mr. Golam Mortuza and Mr. Shaikh Ashafuzzaman, FCA as Directors and kind approval of the same.
- 2) To receive, consider and adopt the Audited Financial Statements for the year ended 31st December 2023 along with the reports of the Directors and Auditors thereon.
- 3) To appoint Auditor(s) of the Company and to fix up their remuneration for the year 2024.
- 4) To transact any other business with the permission of the Chair.

Dated: 27 November , 2024
Dhaka.

By order of the Board of Directors
Sd/-
(Md. Omar Faruk Bhuiyan)
Company Secretary

NOTES:

- 1) The Register Book of shareholders of the Company shall remain closed from **04-12-2024** to **05-12-2024** (inclusive both days).
- 2) A Member eligible to participate and vote at the 26th Annual General Meeting may appoint any person as a proxy on his/her behalf. Proxy Form or Power of Attorney or Authorization letter or Authorization attested by Notary Public is to be sent to the Registered Office of the Company at least **72 hours** before the time fixed for the Meeting. A Proxy Form shall not be treated as valid if not duly filled in and affixed with Revenue stamp of **Tk. 20/-**.
- 3) On the day of Annual General Meeting Digital Platform will remain open from **10.00 a.m.** The Honorable shareholders are requested to join the AGM through web link, the detailed process for joining the meeting will also be available in the Bank's website: www.bcblbd.com.
- 4) Annual Report-2023 along with Notice and Proxy Form of 26th Annual General Meeting will be sent to the registered address of all the respected shareholders and those would also be uploaded in the website of the Bank. Anybody who has not received the Annual Report, Notice/Proxy Form and link to attend AGM is requested to visit the **website www.bcblbd.com** of the Bank or contact with Board Division of the Registered Office (Contact No. **0961-322-1070** or **02-22335704**).
- 5) Respected Shareholders are requested to inform the Board Division of the Registered Office of BCBL **regarding change of their address** (if any) on or before **sending Annual Report**.
- 6) **Regarding elect/re-elect Directors** in accordance with the provisions of law and the Memorandum and Articles of Association of the Company, this is to inform you that:

By virtue of Section 47(1) & 48(1) of the Banking Companies Act, 1991 (amended up to 2023) and through Letter No. বিআরপিডি (বিএমএমএ)৬৫১/৯(২৯)ডিএ/২০২৪-৭৭৭৯ Bangladesh Bank on September 03, 2024 upon dissolving the previous Board of Directors, has formed a new Board of Directors of the Bank through Letter No. বিআরপিডি (বিএমএমএ)৬৫১/৯(২৯)ডিএ/২০২৪-৭৭৮১ under the authority of Section 45 of the Banking Companies Act, 1991 with a view to ensure good banking governance & public interest.

As per the Articles of Association, Bank Company Act & provisions of the Company Act, one-third of the existing directors based on their seniority are required to retire and re-elect at every AGM of the Bank. However, considering the change of circumstances opinion of a learned Advocate was taken on the applicability of the provisions regarding retirement and appointment/reappointment of one-third directors of the Bank, which runs as follows:

“ব্যাংক কোম্পানী আইন, ১৯৯১ এর ৪৮(৩) ধারার বিধান মোতাবেক ৪৭ ধারার অধীন গৃহীত কোন ব্যবস্থা, আদেশ বা সিদ্ধান্ত সম্পর্কে কোন আদালত, ট্রাইব্যুনাল বা অন্য কোন কর্তৃপক্ষের কোন প্রকার প্রশ্ন উত্থাপনের সুযোগ নেই। এছাড়া উক্ত বিশেষ পরিস্থিতিতে ১৯৯১ সালের ব্যাংক কোম্পানী আইন বা ১৯৯৪ সালের কোম্পানী আইন বা বাংলাদেশ কমার্স এন্ড ইনভেস্টমেন্ট লিমিটেড(পুনর্গঠন) আইন, ১৯৯৭ এ অনুরূপ নিয়োগ পরবর্তী এজিএম-এ পরিচালক নির্বাচনের ক্ষেত্রে করণীয় সম্পর্কে কোন বিধান প্রদান করা হয়নি।

এমতাবস্থায় যেহেতু বাংলাদেশ ব্যাংক কর্তৃক নিয়োগকৃত পরিচালকবৃন্দ বিশেষ কারণে বিশেষ দায়িত্ব পরিপালন করছে এবং যেহেতু এরূপ কার্যধারা বা সিদ্ধান্ত কোন আদালত বা ট্রাইব্যুনাল বা কর্তৃপক্ষের প্রশ্নাতীত। সেহেতু বিশেষ পরিস্থিতি বিবেচনায় পরিচালক পদত্যাগ ও পুনর্নির্বাচনের প্রক্রিয়াটি আগামী এজিএম এ স্থগিত রাখা ছাড়া ভিন্ন কোন উপায় পরিলক্ষিত হয় না।”

Based on the legal opinion of the learned Advocate and according to the provisions of the Memorandum and Articles of Association of the Company, the issue of Director's retirement and election/re-election could **not be included in the agenda of this AGM**; which is herein placed before the Honorable shareholders for their kind information.